

# Attachment A

**COVENANT NOT TO SUE**

WHEREAS, Shire LLC ("Shire") owns all right, title, and interest in and to United States Patent No. 5,912,013 ("the '013 patent");

WHEREAS, on October 1, 2007, Shire proposed to Teva Pharmaceuticals USA, Inc. ("Teva") that Shire would grant a covenant to Teva that Shire will not enforce the '013 patent against Teva for having made, making, using, offering for sale, selling, or importing the Carbamazepine Extended-Release Capsules 100 mg, 200 mg, and 300 mg that are the subject of Teva's ANDA No. 78-592 provided that such product is as disclosed to Shire on May 2, 2007; and

WHEREAS, Shire will grant a covenant not to sue to Teva with respect to the '013 patent;

NOW THEREFORE, Shire hereby states as follows:

1. Shire agrees, promises, and covenants that Shire will not enforce the '013 patent against Teva or any Teva Affiliate, for having made, making, using, offering for sale, selling, or importing the Carbamazepine Extend-Release Capsules 100 mg, 200 mg, and 300 mg that are the subject of Teva's ANDA No. 78-592 provided that such product is as disclosed to Shire on May 2, 2007. For purposes of this covenant, "Teva Affiliate" means any other corporate entity controlled either by Teva or by Teva's corporate parent. For the purposes of this covenant, the term "control" (including the term "controlled") means possessing the power to direct or influence the management and policies of an entity by owning 100% of the then-issued voting securities of that entity.

2. This covenant is limited to the claims of the '013 patent as it presently reads and shall not be construed as a license, implied or otherwise, to any claim of the '013 patent, or to

any other claim or patent owned by or licensed to Shire, now or in the future. This covenant does not constitute an admission by Shire that the claims of the '013 patent are invalid or not infringed by Teva or any Teva Affiliate (as defined in paragraph 1) for having made, making, using, offering for sale, selling, or importing the Carbamazepine Extended-Release Capsules 100 mg, 200 mg, and 300 mg that are the subject of and described in Teva's ANDA No. 78-592.

3. This covenant shall be binding upon and shall inure to the benefit of the parties and their respective successors-in-interest.

Dated: November 6, 2007

By: 

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